

RECORDATION NO. 18133-I FILED

AUG 18 '04 11-12 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: PRR - L793B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 18133.

The names and addresses of the parties to the enclosed document are:

Sublessor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee/ Assignor:	PRR Newco, Inc. 110 Franklin Road, S.E. Roanoke, VA 24042
Trust/Assignee/ Sublessor:	Conrail Sublease Trust PRR L793B c/o Deutsche Bank Trust Company Delaware 1101 Centre Road, Suite 200 Wilmington, DE
Sublessee:	Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, VA 24042
[Senior Lessor:	Erie Locomotive Lease Co., Ltd.]

Mr. Vernon A. Williams
August 17, 2004
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A description of the railroad equipment covered by the enclosed document is:

8 locomotives PRR 6772 – PRR 6779 (formerly within the series CR 5517 – CR 5529); and 2 locomotives PRR 8374 – PRR 8375 (formerly CR 6153 and CR 6155).

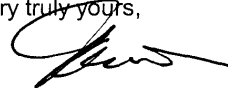
A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

AUG 18 '04 11-12 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT PRR-L793B, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

PRR NEWCO, INC. (the "**Company**")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

CONRAIL SUBLEASE TRUST PRR-L793B (the "**Trust**")
In care of Deutsche Bank Trust Company Delaware
1101 Centre Road Suite 200
Wilmington, Delaware

and

NORFOLK SOUTHERN RAILWAY COMPANY (the "**Railroad**")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The Senior Lessor has assigned the Senior Lease to the party named as "**Security Trustee**" in Schedule A hereto pursuant to the agreement identified as the "**Security Agreement**" in said Schedule A, which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule A hereto:

1. The Sublease of Railroad Equipment PRR-L793B between Conrail, sublessor, and the Company, sublessee.

2. The assignment by the Company, assignor, of its subleasehold interest under sublease named in item 1 to the Trust, assignee, and the assumption of the obligations of the Company as sublessee under sublease named in item 1 by the Trust, pursuant to the Assignment and Assumption of Sublease and Agreement PRR-L793B among the Company, the Trust, and Conrail.

3. The Sublease of Railroad Equipment PRR-L793B between the

Trust, sublessor, and the Railroad, sublessee.

4. The assignment by the Trust, assignor, of the sublease named in item 3 to Conrail, assignee, as security for the Trust's obligations under the sublease named in item 1, pursuant to the Assignment and Assumption of Sublease and Agreement PRR-L793B described in item 2.

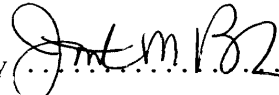
5. The assignment by Conrail, assignor, of the sublease named in item 1, and the reassignment of the sublease named in item 3, to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease PRR-L793B by Conrail in favor of the Senior Lessor.

6. The reassignment by the Senior Lessor, assignor, of the subleases named in items 1 and 3 to the Security Trustee, assignee, as additional security for the Senior Lessor's obligations under the Security Agreement, pursuant to the Reassignment of Sublease PRR-L793B by the Senior Lessor in favor of the Security Trustee.

7. The assignment by the Railroad, assignor, of its subleasehold interest under the sublease named in item 3 to CSX Transportation, Inc., assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by 

PRR NEWCO, INC.

by 

Vice President and Treasurer

CONRAIL SUBLEASE TRUST PRR-L793B

by Deutsche Bank Trust Company
Delaware, not in its individual
capacity but solely as trustee

by 

NORFOLK SOUTHERN RAILWAY COMPANY

by ..*William F. Remy*..

Vice President and Treasurer

STATE OF NEW YORK

COUNTY OF NEW YORK

SS.:

On this 12 day of August, 2004, before me personally appeared Jonathan M. Brider, to me personally known, who, by me being duly sworn, says that he is VP & General Counsel of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

...*Dwayne DeFreitas*...
Notary Public

My commission expires

DWAYNE DeFREITAS
NOTARY PUBLIC, State of New York
No. 01DE6097123
Qualified in Kings County
Commission Expires Aug. 18, 2007

STATE OF NEW YORK

COUNTY OF NEW YORK

SS.:

On this 12 day of August, 2004, before me personally appeared ~~Jonathan M. Brider~~ *William Romy*, to me personally known, who, by me being duly sworn, says that he is ~~VP & General Counsel~~ *Vice President* of NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

...*Dwayne DeFreitas*...
Notary Public

My commission expires

DWAYNE DeFREITAS
NOTARY PUBLIC, State of New York
No. 01DE6097123
Qualified in Kings County
Commission Expires Aug. 18, 2007

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12 day of August, 2004, before me personally appeared Marilyn McLean, to me personally known, who, by me being duly sworn, says that she is Vice President of DEUTSCHE BANK TRUST COMPANY DELAWARE, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Dwayne DeFreitas
Notary Public

My commission expires

DWAYNE DeFREITAS
NOTARY PUBLIC, State of New York
No. 01DE6097123
Qualified in Kings County
Commission Expires Aug. 18, 2007

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared William Romig, to me personally known, who, by me being duly sworn, says that he is VP Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Matthew Buchwald
Notary Public

My commission expires

MATTHEW BUCHWALD
NOTARY PUBLIC, State of New York
No. 01BU5030377
Qualified in Queens County
Commission Expires July 11, 2006

SCHEDULE A
SENIOR TRANSACTION L793B

Senior Lease:

Lease Agreement (Conrail 1993-B) dated as of February 26, 1993, between Erie Locomotive Lease Co., Ltd., and Consolidated Rail Corporation, as amended.

Recorded with the Interstate Commerce Commission on February 26, 1993, and assigned recordation number 18133.

Senior Lessor:

Erie Locomotive Lease Co., Ltd.

Security Agreement:

Trust Indenture and Security Agreement (Conrail 1993-3) dated as of February 26, 1993, among Erie Locomotive Lease Co., Ltd., Consolidated Rail Corporation, and The Bank of New York, as amended.

Recorded with the Interstate Commerce Commission on February 26, 1993, and assigned recordation number 18133.

Security Trustee:

The Bank of New York, not in its individual capacity but solely as trustee under the security agreement specified above.

Schedule "B" Equipment

Lease L793

L793 -Erie

Count	Original		Current	
	Initial	Unit Number	Initial	Unit Number
SD60M Locomotives				
1	CR	5517	PRR	6772
2	CR	5519	PRR	6773
3	CR	5520	PRR	6774
4	CR	5522	PRR	6775
5	CR	5523	PRR	6776
6	CR	5526	PRR	6777
7	CR	5527	PRR	6778
8	CR	5529	PRR	6779

C40-8W Locomotives

1	CR	6153	PRR	8374
2	CR	6155	PRR	8375